

Objection Deadline: March 11, 2019 at 4:00 p.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
-----	X	

**NOTICE OF REJECTION OF CERTAIN
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that, on October 15, 2018 (the “**Commencement Date**”), Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE that, on November 16, 2018, the Bankruptcy Court entered an order granting certain expedited procedures for the rejection of the Debtors’ unexpired real property leases and the abandonment of the Debtors’ property located at such leased premises (ECF No. 800) (the “**Rejection Procedures Order**”). An electronic copy of the Rejection Procedures Order can be found at <https://restructuring.primeclerk.com/sears>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, the Debtors hereby give notice of their intent to reject that certain master lease, dated July 7, 2015, by and among Seritage SRC Finance LLC and Seritage KMT Finance LLC (collectively, “**Landlord**”), and Kmart Operations LLC and Sears Operations LLC (as amended on July 12, 2017, September 14, 2018, and September 28, 2018) (the “**Master Lease**,” and the properties under the Master Lease set forth on Annex A attached hereto, the “**Go Forward Stores**,” and Annex B attached hereto, the “**GOB Stores**”); and the rejection of the Master Lease shall be effective as of the date of entry of the Rejection Order (as defined hereinafter) (the “**Rejection Date**”).

PLEASE TAKE FURTHER NOTICE that any personal property including inventory, furniture, fixtures, equipment or other materials remaining at the GOB Stores as of the Rejection Date shall be deemed abandoned by the Debtors to the Landlord.

PLEASE TAKE FURTHER NOTICE that the treatment of the Excluded Equipment (as defined in the Asset Purchase Agreement, dated January 17, 2019, as amended) remaining at the Go Forward Stores as of the Rejection Date will be resolved by agreement between Transform Holdco LLC or its designee and the Debtors.

PLEASE TAKE FURTHER NOTICE that with respect to any personal property that is leased to the Debtors by a third party or owned by a third party, such third party shall contact the Debtors and remove or cause to be removed such personal property from the leased premises prior to the Rejection Date. If any such personal property remains on the leased premises after the Rejection Date, the Landlord may dispose of any and all such property as set forth above and without notice or liability to the Debtors or any third party.

PLEASE TAKE FURTHER NOTICE that, any party wishing to object to the Debtors’ proposed rejection of a Lease or abandonment of personal property remaining on the leased premises, must file with the Bankruptcy Court and serve a written objection setting forth the legal and factual bases for such objection (an “**Objection**”) so that it is actually filed with the Bankruptcy Court and served on the following parties no later than ten (10) calendar days after the date of filing and service of this Rejection Notice (the “**Rejection Objection Deadline**”): (i) the Debtors c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179; (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New

York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the applicable counterparty to the Lease that is the subject of the Objection; (iv) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq. and Richard Morrissey, Esq.); (v) counsel for the DIP ABL Agent, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York, 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.).

PLEASE TAKE FURTHER NOTICE that if no Objection is filed and served in compliance with the foregoing, the Debtors may submit to the Bankruptcy Court after the Rejection Objection Deadline a proposed order approving the rejection of the Master Lease (each such order, a “**Rejection Order**”), substantially in the form attached hereto as **Annex C**, and the Bankruptcy Court may enter such order without a hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, if no Objection is properly filed and served in compliance with the foregoing, the rejection of each Lease shall become effective as of the Rejection Date. The deadline to file a proof of claim to assert any damage claim arising from the rejection of a Lease shall be the later of (i) the deadline to file general unsecured proofs of claim fixed by the Court; and (ii) thirty (30) days after the entry of the Rejection Order.

PLEASE TAKE FURTHER NOTICE that, if an Objection is properly filed and served in compliance with the foregoing, a hearing will be scheduled to consider the Objection. If the Objection is overruled or withdrawn, the effective date of rejection shall be the (i) Rejection Date; (ii) such other date to which the Debtors and the counterparty to the Unresolved Objection have agreed; or (iii) such other date as determined by the Court.

PLEASE TAKE FURTHER NOTICE that a copy of all pleadings filed in these chapter 11 cases, including the motion (ECF No. 24) that sought the relief granted in the Rejection Procedures Order, is available for free at <https://restructuring.primeclerk.com/sears> or for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

Dated: February 28, 2019
New York, New York

/s/ Jacqueline Marcus
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Attorneys for Debtors
and Debtors in Possession

Annex A

Go Forward Stores

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	PERSONAL PROPERTY
1053	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1325 Broadway Saugus, MA 01906	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1085	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	Intsectn St Rd Pr 1 & Pr 156 Caguas, PR 00725	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1108	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	40710 Winchester Rd Temecula, CA 92591	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1127	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	4000 N Shepherd Dr Shepherd, TX 77018	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1148	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3295 E Main St Ventura, CA 93003	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1168	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	12121 Victory Blvd No Hollywood, CA 91606	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1189	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1209 Plz Dr West Covina, CA 91790	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1206	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3930 McCain Blvd North Little Rock, AR 72116	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1208	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3636 N Blackstone Ave Fresno, CA 93726	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1212	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	7503 W Cermak Rd N Riverside, IL 60546	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	PERSONAL PROPERTY
1284	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	5901 Duke St Alexandria, VA 22304	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1298	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	5261 Arlington Ave Riverside, CA 92504	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1313	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	310 Daniel Webster Hwy Ste 102 Nashua, NH 03060	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1345	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1625 W 49Th St Hialeah/Westland, FL 33012	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1358	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	565 Broadway Chula Vista, CA 91910	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1365	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	20701 Sw 112Th Ave Miami/Cutler Rdg, FL 33189	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1398	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	100 Inland Ctr San Bernardino, CA 92408	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1410	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	4100 Belden Village Mall Canton, OH 44718	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1478	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1178 El Camino Real San Bruno, CA 94066	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1488	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	2180 Tully Rd San Jose-Eastridge, CA 95122	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	PERSONAL PROPERTY
1495	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	4125 Cleveland Ave Suite 88 Ft Myers, FL 33901	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1668	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	4000 Meadow Ln Las Vegas(Meadows), NV 89107	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1688	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1700 N Main St Salinas, CA 93906	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1748	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	5080 Montclair Plz Ln Montclair, CA 91763	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1868	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	22550 Town Cir Moreno Vly, CA 92553	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1925	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	Carolina S/C Carolina, PR 00988	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
1968	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	72-880 Hwy 111 Palm Desert, CA 92260	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
2088	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	200 Town Ctr E Santa Maria, CA 93454	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
2218	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3400 Gateway Blvd Prescott, AZ 86303	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
3142	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	555 South Ave Tallmadge, OH 44278	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	PERSONAL PROPERTY
3243	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1447 N Main St North Canton, OH 44720	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
3678	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1855 Main Street Ramona, CA 92065	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
3882	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	Pr Rte #2; Km 149.5 Mayaguez, PR 00680	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
3911	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	3975 Columbia Ave Columbia, PA 17512	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
3954	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	400 North Best Ave Walnutport, PA 18088	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
4353	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1-20Th Ave S E Minot, ND 58701	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
4355	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	4501 66Th Street N St. Petersburg, FL 33709	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7321	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	7321 Manatee Ave West Bradenton, FL 34209	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7390	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1500 Anna Sparks Way McKinleyville, CA 95521	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7477	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	502 Pike Street Marietta, OH 45750	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	PERSONAL PROPERTY
7639	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	895 Faulkner Road Santa Paula, CA 93060	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7653	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	42126 Big Bear Blvd Big Bear Lake, CA 92315	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7676	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	171 Delaware Ave Sidney, NY 13838	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7699	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1745 Quentin Lebanon, PA 17042	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7713	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	3207 Solomons Island Rd Edgewater, MD 21037	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7725	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	19563 Coastal Hwy, Unit A Rehoboth Beach, DE 19971	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7741	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	2643 Ponce Bypass Ponce, PR 00728	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7767	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1405 South Grand Charles City, IA 50616	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7768	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	Pr 20 And Esmeralda Guaynabo, PR 00969	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises
7788	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	Pr 167 & Las Cumbres Bayamon, PR 00957	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises

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STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	PERSONAL PROPERTY
9220	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1501 Hwy 169 N Algona, IA 50511	Date of entry of Rejection Order	Fixtures, shelving, and equipment remaining on the premises

Annex B

GOB Stores

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
9309	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	2307 Superior Webster City, IA 50595-3165	Date of entry of Rejection Order	N/A
1988	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3751 S Dogwood Ave El Centro, CA 92243-	Date of entry of Rejection Order	N/A
2663	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	50 Fox Run Rd Ste 74 Portsmouth, NH 03801-2858	Date of entry of Rejection Order	N/A
1574	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1500 Highway 35 Middletown, NJ 07748-1831	Date of entry of Rejection Order	Apparel conveyor, trash compactor, racking.
1277	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	6301 Nw Loop 410 Ingram, TX 78238-3824	Date of entry of Rejection Order	N/A
1740	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3340 Mall Loop Dr Joliet, IL 60431-1057	Date of entry of Rejection Order	N/A
1071	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	10785 W Colfax Ave Lakewood, CO 80215-3807	Date of entry of Rejection Order	N/A
1052	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	425 Rice St St Paul, MN 55103-2123	Date of entry of Rejection Order	N/A
1193	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	850 Hartford Tnpk Waterford, CT 06385-	Date of entry of Rejection Order	Built in compactor, pallet racking with sprinkler system attached, chain link cages in auto center; apparel hanging conveyor.
1708	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	7611 W Thomas Rd Phoenix-Desert Sky, AZ 85033-5433	Date of entry of Rejection Order	Conveyor, built in compactor, auto center tire conveyer

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
2034	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	15700 Emerald Way Bowie, MD 20716-2200	Date of entry of Rejection Order	N/A
1146	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	2800 N Germantown Prkway Cordova, TN 38133-	Date of entry of Rejection Order	N/A
3945	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	912 County Line Rd Delano, CA 93215-3823	Date of entry of Rejection Order	N/A
1250	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	2100 Southfield Rd Lincoln Park, MI 48146-2250	Date of entry of Rejection Order	N/A
1078	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	6515 E Southern Ave Mesa/East, AZ 85206-3711	Date of entry of Rejection Order	N/A
2805	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	733 N Highway 231 Panama City, FL 32405-5302	Date of entry of Rejection Order	N/A
2245	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1050 S Babcock St Melbourne, FL 32901-3022	Date of entry of Rejection Order	Pallet racking in main stockroom, sprinkler system and electrical attached to racking
1229	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	460 N Milwaukee St Boise, ID 83704-9122	Date of entry of Rejection Order	Electric Conveyor
4304	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1 Flower Valley Shp Ctr Florissant, MO 63033-1644	Date of entry of Rejection Order	Commercial Refrigeration Unit
1006	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3100 Sw College Rd Ste 300 Ocala, FL 34474-8449	Date of entry of Rejection Order	N/A

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
1227	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3450 W Camp Wisdom Rd Southwest Ctr, TX 75237-2504	Date of entry of Rejection Order	Built in compactor
1944	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	600 Lee Blvd Yorktown Hts, NY 10598-1142	Date of entry of Rejection Order	N/A
2298	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	1011 W Olive Ave Merced, CA 95348-2422	Date of entry of Rejection Order	N/A
1408	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	5901 Florin Rd Florin, CA 95823-2302	Date of entry of Rejection Order	N/A
2078	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3150 S 4Th Ave Yuma, AZ 85364-8104	Date of entry of Rejection Order	N/A
2047	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	2250 El Mercado Loop Sierra Vista, AZ 85635-5204	Date of entry of Rejection Order	N/A
7746	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	1180 Walnut Bottom Rd Carlisle, PA 17013-9160	Date of entry of Rejection Order	Receiving conveyor, greenhouse frame with sprinklers
1955	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	3800 Us Highway 98 N Ste 500 Lakeland, FL 33809-3824	Date of entry of Rejection Order	N/A
2565	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	303 Us Hwy 301 Blvd W Bradenton, FL 34205-7991	Date of entry of Rejection Order	N/A
2147	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties Attn: Executive Vice President, Operations & Leasing 500 Fifth Avenue, Suite 1530 New York, NY 10110	Sears Operations LLC	2501 Irving Mall Irving, TX 75062-5161	Date of entry of Rejection Order	N/A

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
9521	Seritage Growth Properties, L.P. dba Seritage SRC Finance LLC c/o Seritage Growth Properties 500 Fifth Avenue Suite 1530 New York, NY 10110	Kmart Operations LLC	417 Main Street Madawaska, ME 04756-1197	Date of entry of Rejection Order	N/A

Annex C

Rejection Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

**ORDER APPROVING THE REJECTION
OF UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

Pursuant to and in accordance with the *Order Authorizing Debtors to Establish Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandon Property in Connection Therewith* (ECF No. 800) (the “**Rejection Procedures Order**”)² entered in the above-captioned chapter 11 cases of Sears Holdings Corporation and its debtor affiliates (collectively, the “**Debtors**”); and the Debtors having properly filed with this Court and served

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Rejection Procedures Order or the Rejection Notice.

on the Rejection Notice Parties a notice, dated February 28, 2019 (the “**Rejection Notice**”) of their intent to reject that certain unexpired lease identified in the Rejection Notice (the “**Master Lease**”), and to abandon any property remaining on the Rejection Date at the GOB Stores (as defined below) that the Debtors determine is too difficult to remove or expensive to store, such that the economic benefits of removing or storing such remaining property would be outweighed by the attendant costs in accordance with the terms of the Rejection Procedures Order, and the intent of the Debtors and Transform Holdco LLC (the “**Buyer**”) to reach an agreement as to the treatment of the Excluded Equipment remaining on the Rejection Date at the Go Forward Stores (as defined below), and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and no timely objections having been filed to the Rejection Notice; and the Court having found and determined that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all parties in interest and a proper exercise of business judgment; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Master Lease is hereby rejected pursuant to 11 U.S.C. § 365 as set forth herein, effective as of the date hereof (the “**Rejection Date**”).
2. Notwithstanding anything to the contrary set forth in the Asset Purchase Agreement, dated January 17, 2019 (as amended, the “**Asset Purchase Agreement**”), the Buyer shall be responsible for all Occupancy Costs (as defined in the Asset Purchase Agreement) related to the Master Lease for the period up to and including the Rejection Date.
3. Any and all personal property remaining at the leased premises of the GOB Stores as of the applicable Rejection Date shall be deemed abandoned pursuant to 11

U.S.C. § 554 upon the Rejection Date and as contemplated by the Rejection Procedures Order and herein without further notice or order of the Court, free and clear of all liens, claims, interests, or other encumbrances.

4. With respect to any assets abandoned at one of the Debtors' GOB Stores, the Landlord or other designee shall be free, notwithstanding the automatic stay, to dispose of such property without liability to any party (including any third parties) and without further notice or order of the Court; and the Landlord's rights, if any, to file a claim for the costs of disposal of such property are fully reserved, as are the rights of any party in interest to object to such claims.

5. The treatment of the Excluded Equipment (as defined in the Asset Purchase Agreement) remaining at the Go Forward Stores, generally described on Exhibit 1, will be resolved by agreement between the Debtors and the Buyer.

6. If any affected non-Debtor party (each, a "Counterparty") to a Master Lease asserts a claim against the Debtors arising from the rejection of the Master Lease, the Counterparty shall submit a proof of claim by the later of (i) the deadline to file general unsecured proofs of claim (the "Bar Date") fixed by the Court; and (ii) thirty (30) days after the entry of this Order. If a Counterparty does not timely file a proof of claim in accordance with the terms of this Order, the Counterparty shall forever be barred from asserting a claim arising from the rejection of their Master Lease, absent further order of this Court to the contrary.

7. Nothing contained in this Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (iii) a waiver of any claims or causes of action that may exist against

any creditor or interest holder; or (iv) an approval, assumption, or adoption, of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

8. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

9. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Schedule of Go Forward Stores

Exhibit 2

Schedule of GOB Stores